

DONALD J. McLACHLAN (1937-1992)  
THOMAS W. RISSMAN  
JOHN H. DOLL  
DEBORA J. CHOATE

May 1, 1995

Dear Mr. Williams:

Enclosed for recordation in your office pursuant to the provisions of 49 U.S.C. §11303 are two original counterparts of Supplement No. 1 to Security Agreement dated as of April 1995 ("Supplement"), a secondary document as defined in the Interstate Commerce Commission's Rules for the Recordation of Documents, 49 CFR §1177. The primary document to which the enclosed document is connected is a Security Agreement ("Security Agreement") dated as of July 20, 1994. The Security Agreement was recorded in the Interstate Commerce Commission's recordation files and records pursuant to 49 U.S.C. §11303 under Recordation No. 18907 on July 21, 1994.

The names and addresses of the parties to the enclosed Supplement are as follows:

Secured Party: ABC Funding, Inc.  
6 West Hubbard Street  
Suite 500  
Chicago, Illinois 60610

Debtor: Akron Barberton Cluster Railway Company  
100 East First Street  
P.O.Box 96  
Brewster, Ohio 46613

The railroad equipment covered by the enclosed document is designated with particularity in Paragraph 1 of the Supplement being transmitted by this letter.

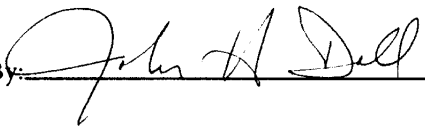
Enclosed is a check payable to the order of the Interstate Commerce Commission covering the recordation fee.

Country parts —

A short summary of the enclosed secondary document to appear in the Interstate Commerce Commission's files is as follows:

Supplement No. 1 to Security Agreement dated as of April 1995, by and between ABC Funding, Inc., secured party, and Akron Barberton Cluster Railway Company, debtor, adding rail equipment.

**McLachlan, Rissman & Doll**

By: \_\_\_\_\_

18907-A  
MAY 1 1995 11 20 AM  
RECEIVED  
FEDERAL RESERVE BANK  
ATLANTA, GEORGIA

# SUPPLEMENT NO. 1 TO SECURITY AGREEMENT

This is Supplement No. 1, dated as of April 28, 1995, to the Security Agreement dated as of July 20, 1994 (the "Security Agreement") by and between Akron Barberton Cluster Railway Company (the "Borrower") and ABC Funding, Inc. (the "Lender"), which Security Agreement was filed with the Interstate Commerce Commission on July 21, 1994, Recordation Number 18907.

Borrower and Lender agree as follows:

1. Schedule 1 to the Security Agreement is amended by adding the following item of rolling stock:

1 Model GP35 Diesel Electric Locomotive -  
Road Number WLE 2705

2. The Security Agreement, as supplemented by this Supplement No. 1, is ratified and confirmed.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be duly executed by their authorized representatives as of the date first written above.

AKRON BARBERTON CLUSTER RAILWAY  
COMPANY

By: Michelle A. Mountford  
Title: Secretary / Treasurer

ABC FUNDING, INC.

By: John W. Mudd  
Title: Vice President

STATE OF Ohio )  
 ) ss:  
COUNTY OF Stark )

On this 24 day of April, 1995, before me personally appeared Myself Montgomery Seay, Pres. of Akron Barberton Cluster Railway Company, that the seal affixed to the foregoing instrument beside his signature is the corporate seal of said corporation and that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Paula Keller  
Notary Public

My commission expires: Oct. 18, 1995

· · STATE OF ILLINOIS

COUNTY OF COOK

)  
) ss.  
)

On this 28th day of April, 1995, before me personally appeared Anthony J. [unclear], to me personally known, who, being by me duly sworn, says that he is a President of ABC Funding, Inc., and that he is duly authorized to sign the foregoing instrument on behalf of said corporation, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Michele M. Alessi  
Notary Public

My commission expires: 2/26/96

